

362.1-123 Revocation of a statement of foreign qualification.

- (1) The Secretary of State may commence a proceeding under subsection (2) of this section to revoke the statement of foreign qualification of a foreign limited liability partnership authorized to transact business in this Commonwealth if:
 - (a) The foreign limited liability partnership does not file its annual report to the Secretary of State within sixty (60) days after it is due;
 - (b) The foreign limited liability partnership is without a registered agent or registered office in this Commonwealth for sixty (60) days or more;
 - (c) The foreign limited liability partnership does not inform the Secretary of State that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within sixty (60) days of the change, resignation or discontinuance; or
 - (d) The Secretary of State receives a duly authenticated certificate from the Secretary of State or other official having custody of partnership records in the state or country under whose law the foreign limited liability partnership is formed stating that it has been dissolved or disappeared as the result of a merger, consolidation or conversion.
- (2) If the Secretary of State determines that one (1) or more grounds exist for the revocation of a statement of foreign qualification, then he shall serve the foreign limited liability partnership with written notice of his determination by mailing the notice by first class mail to the foreign limited liability partnership at the street address of the partnership's chief executive office as set forth in the most recent annual report filed pursuant to KRS 362.1-121 or, if none, that set forth in the statement of foreign qualification filed pursuant to KRS 362.1-1102.
- (3) If the foreign limited liability partnership does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist within sixty (60) days after the mailing of the notice, then the Secretary of State may revoke the foreign limited liability partnership's statement of foreign qualification by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the foreign partnership by mailing the notice by first class mail to the foreign limited liability partnership at the street address of the partnership's chief executive office as set forth in the most recent annual report filed pursuant to KRS 362.1-121 or, if none, that set forth in the statement of foreign qualification filed pursuant to KRS 362.1-1102.
- (4) The authority of a foreign limited liability partnership to transact business in this Commonwealth shall cease on the date shown on the certificate revoking its statement of foreign qualification.
- (5) The Secretary of State's revocation of a foreign limited liability partnership's statement of foreign qualification shall be considered to appoint the Secretary of State the foreign limited liability partnership's agent for service of process in any proceeding based on the cause of action that arose during the time the foreign

limited liability partnership was authorized to transact business in this Commonwealth. Service of process on the Secretary of State under this subsection shall be service on the foreign limited liability partnership. Upon receipt of process, the Secretary of State shall mail a copy of the process to the foreign limited liability partnership at its principal office shown in its most recent annual report or any subsequent communication received from the foreign limited liability partnership stating the current mailing address of its principal office, or, if none are on file, in its statement of foreign qualification.

- (6) Revocation of a foreign limited liability partnership's statement of foreign qualification shall not terminate the authority of the registered agent of the partnership.
- (7) A foreign limited liability partnership may appeal the Secretary of State's revocation of its statement of foreign qualification to the Franklin Circuit Court within thirty (30) days after service of the certificate of revocation. The foreign limited liability partnership may appeal by petitioning the court to set aside the revocation and attaching to the petition copies of its statement of foreign qualification and the Secretary of State's certificate of revocation.
- (8) The court may summarily order the Secretary of State to reinstate the statement of foreign qualification or may take any other action the court considers appropriate.
- (9) The court's final decision may be appealed as in other civil proceedings.

Effective: July 12, 2006

History: Created 2006 Ky. Acts ch. 149, sec. 23, effective July 12, 2006.